

COMMUNITY PLANNING

Response to Third Referral (dated 11/24/2009; received 12/7/2009)

OUTSTANDING ISSUES

A. LAND USE

DISAGREE. The Applicant has not removed the proposed multi-family residential units from the application. The Applicant maintains that the only means of attracting keynote employment uses to this site in today's market is to create a mixed-use environment that includes multifamily residential units, which will create the type of synergy and activity desired by office employers. The recent Fullerton Study commissioned by the Board of Supervisors confirms the Applicant's point. Moreover, in a first of its kind proposal, the Applicant has partnered with the Windy Hill Foundation to ensure that 16.25% of the residential units at Kincora will be affordable to low and moderate income earning residents. This commitment to affordable housing significantly advances the Housing Policies the Board incorporated into the Comprehensive Plan in the fall of 2007.

B. LAND USE MIX

REVISED FURTHER IN RESPONSE TO STAFF. The Applicant has provided the requested break down of the mix of uses so that Staff can evaluate the northern portion of the Property according to the regional office land use and the southern portion of the Property according to the keynote employment and land use guidance of the Revised General Plan. However, given the substantial amount of floodplain on this property, it is impossible to meet all of the percentages in the land use matrices while maintaining suburban densities. The Concept Plan and the Concept Plan Tabulation Sheet (Sheet 13) have been revised to accurately depict the proposed uses within each land bay.

Retail

REVISED FURTHER IN RESPONSE TO STAFF. The Applicant appreciates Staff's position that if residential uses are approved, additional retail uses may be appropriate to serve the residents as long as such retail uses are of a scale and intensity consistent with the Retail Plan. The Proffers consistently have placed strict limits on the potential for destination or "big-box" retail on the Kincora property. Based on Staff comments, the Applicant has revised the Proffers to further restrict this potential, with grocery stores, health and fitness centers and specialty retail stores limited to a total of 3 such stores with not more than 60,000 square feet each, and all other stores limited to a maximum gross floor area of 30,000 each. Further, the Applicant has proffered that there will be no freestanding retail uses oriented towards Route 28, Pacific Boulevard or Gloucester Parkway.

Hotel

REVISED FURTHER IN RESPONSE TO STAFF. The Applicant has deleted one of the three proposed hotels.

Residential

DISAGREE. See previous response to A. **LAND USE**.

Civic Space

AGREE. The Applicant has proffered to provide at least 5% of the total land area, or 16.83 acres as public and civic uses. The Applicant has revised the Proffers and the Concept Plan to specifically identify the Central Plaza in Land Bay J and two additional significant plaza areas, one in Land Bay D and one in Land Bay F. The Applicant also has revised the Proffers to commit to minimum civic amenities to be located throughout the site. The Proffers have been revised to list only those uses that meet the definition of civic space (see Proffer I.B.5.). The Toll House property will only be acquired if it is needed for right-of-way for the ultimate alignment of Pacific Boulevard, as it is not needed to satisfy the civic space requirement.

C. PHASING

DISAGREE. The Applicant has developed its phasing approach to ensure that sufficient retail and residential amenities are provided in the initial phase to attract the desired office users. The phasing holds back significant retail and residential opportunities from the Applicant until a substantial amount of office use - 1,500,000 square feet - is provided. The Applicant also has committed specifically to providing a minimum amount of "keynote employment" office use in buildings of at least 4 stories along the Route 28 frontage in Land Bays B, F and J prior to proceeding to future phases of the project.

D. MARKET STUDY

AGREE. A market summary and the Applicant's fiscal impact analysis will be provided under separate cover.

E. DESIGN

Streets and Blocks

AGREE. The Applicant has revised Proffer V.J.7. to require a mid-block feature for blocks greater than 400 feet in length. The Applicant also has proffered to restrict curb cuts for vehicular traffic along Roads 2, 6, 8 and 9, with the exception of drop off areas for short term and accessible parking spaces.

Building Placement and Orientation

AGREE. The Applicant has revised Proffer IV.A. and Design Standards 3 to provide that sidewalks in commercial areas will be a minimum of 6 feet in width and in residential areas will be a minimum of 5 feet in width. The Design Guidelines have been revised to ensure a minimum clear movement zone is maintained. Provision for larger sidewalks and plaza areas are addressed in the Streetscape Design Standards of the Design Guidelines and as depicted on Sheets 17, 18 and 18A of the Concept Plan.

DISAGREE. The Applicant does not want to align Roads 8 and 9. These Roads are offset to create a more pedestrian friendly environment in the village core area. In response to previous Staff comments about these Roads, the Applicant has proffered to provide buildings at the ends of each road to create the desired pedestrian friendly environment (see Proffer V.L.7.).

AGREE. The Applicant has created additional plaza areas in Land Bays D and F, and has specifically identified those areas on Sheets 8-12 of the Concept Plan. The Applicant has revised Proffer I.H. to require development of the Central Plaza in Land Bay J at an earlier stage of the project.

Building Placement and Orientation

AGREE. The Applicant has made most of the revisions to the Proffers and Design Guidelines suggested by Staff to improve building placement and orientation.

Parking

REVISED FURTHER IN RESPONSE TO STAFF. The Applicant has made many of the revisions to the Proffers and Design Guidelines suggested by Staff to address parking area treatments. Specifically, the Applicant has provided additional details of surface parking area treatments on Sheet 17 of the Concept Plan, which is addressed in the Design Guidelines as well.

Provisions for Pedestrians and Bicyclists

AGREE. The Proffers have been revised to require permeable trails throughout the floodplain and to make the trail sizes consistent with the widths shown on the Concept Plan. Proffer IV.A.1. has been revised to provide the minimum widths of public access easements to accommodate the specified sidewalks and trails.

Residential Features

AGREE. Proffer V.L.2. has been revised to provide tot lots a minimum of 5,000 square feet and to remove the identified items. These facilities will be located within 300 feet of the residential buildings.

Retail Features

AGREE. The Proffers and Design Guidelines have been revised to limit the size and mandate the orientation of retail uses to avoid attracting "drive-by" shoppers and to preclude destination retail uses.

F. EXISTING CONDITIONS

REVISED FURTHER IN RESPONSE TO STAFF. The Concept Plan does not allow development of the existing floodplain areas within Land Bay Q. The current floodplain area in Land Bay N may change with the construction of Pacific Boulevard. If it does, the Applicant wants the ability to use any areas that are no longer floodplain for permitted uses as provided in the Zoning Ordinance. If the floodplain boundary does not change with the construction of Pacific Boulevard, the Applicant will not be able to use any of the current floodplain area in Land Bay N.

AGREE. The Applicant has delineated the limits of the 5-acre public use site within Land Bay N to confirm it does not include any existing river and stream corridor resources.

AGREE. The limits of clearing and grading on the Concept Plan outside of the river and stream corridor resource have been revised to be consistent with the Overall Floodplain Impact Plan on Sheets 26 and 27. Depending upon the ultimate alignment of the Pacific Boulevard crossing of Broad Run, the limits of clearing and grading may expand to accommodate this improvement. Sheet 27 shows a larger area of floodplain disturbance which will be limited to the area associated with this road improvement.

AGREE. The 1,400-foot Rookery Radius has been provided in its entirety.

AGREE. All trails within the river and stream corridor resources will be permeable.

AGREE. Ballfields and stormwater management facilities have been removed as permitted uses in the Open Space Easement area. The Applicant does not anticipate needing to remove areas from the Open Space Easement. If it does, the Applicant has proffered to provide new open space areas as required by the Virginia Open Space Land Act.

Forests, Trees and Vegetation

AGREE. The Applicant has revised the Concept Plan to clarify the areas of existing vegetation being preserved. The Proffers have been revised to remove any areas that are within the Riparian Preservation Area from the minimum 80% tree preservation requirement.

Historic and Archaeological Resources

DISAGREE. The Broad Run Toll House property requires additional discussion.

Highway Noise

AGREE. The Applicant has revised Proffer III.H. to be consistent with the highway noise proffers accepted with other similar rezoning applications.

G. AFFORDABLE HOUSING/UNMET HOUSING NEEDS

REVISED FURTHER IN RESPONSE TO STAFF. The Applicant has revised the Proffers to reflect an increased commitment to affordable housing and unmet housing needs as requested by Staff.

In addressing unmet housing needs, it is important to distinguish between "Affordable Dwelling Units (ADUs)" as regulated by Article 7 of the Revised 1993 Zoning Ordinance and "workforce housing" units for which additional density is allowed under the PD-MUB District. Providing rental units to households with incomes between 30% and 50% of AMI and for sale to households with incomes between 30% and 70% of AMI refers only to ADUs, while "workforce housing" units are not regulated by the Revised 1993 Zoning Ordinance and are available to a range of qualifying renters and purchasers whose income ranges between 30% and 100% of AMI. The Applicant understands that the configuration of multi-family rental units at Kincora in four-story elevator buildings means that Kincora will be exempt from providing ADUs in accordance with Article 7.

In the previous Proffer Statement, the Applicant offered to provide one workforce unit for each exempt ADU up to 6.25% of total residential units or 88 units. In response to the Staff comment, the Applicant has revised the Proffer to provide an "ADU-Equivalent" unit for each exempt ADU. Each of these units, up to a total of 88, will be affordable to households with incomes between 30% and 50% of AMI for rental units, and between 30% and 70% of AMI for for-sale units, and will be administered in a manner similar to Article 7 or under an applicable state or federal program.

The delivery of affordable and workforce housing must respond simultaneously to market demand and the requirements of funding agencies providing both subsidies and financing to make affordable housing possible. It is impossible to predict these forces over the 20-year life of a development project like Kincora.

However, in response to Staff's comments, the Applicant has committed in Proffer I.E. to reserve three (3) acres in Land Bay E for conveyance to the Windy Hill Foundation pursuant to a separate private agreement between the Owner and the Foundation, for the purpose of constructing a mixed-use, mixed-income, multi-family residential building that will attempt to meet as many of the goals expressed by Staff as possible within the realities of the market and the program guidelines of funding

agencies. This Proffer is for the first of two or more buildings anticipated to be provided by the Windy Hill Foundation to address these goals.

In response to the Staff comments, Proffer I.D. has been revised to clarify that the affordability requirement for all ADU-Equivalent Units and all Unmet Housing Needs Units will be set forth in a covenant approved by the County Attorney and recorded among the land records of Loudoun County, and all shall remain in effect for a minimum of fifteen (15) years from the date such covenant is first recorded.

It will be the responsibility of the Windy Hill Foundation and the Applicant to provide a variety of unit types. The first building proposed for Phase I is anticipated to have about 30% 1-Bedroom units, 50% 2-Bedroom units, and 20% 3-Bedroom units. Unit sizes are typically prescribed by the funding agency and will be designed accordingly.

Because the residential buildings at Kincora will be at least four stories and exempt from Article 7, interspersion will not be required. Nonetheless, the ADU-Equivalent units will be interspersed over two or three buildings. Within these buildings, both the ADU-Equivalent units and the workforce units will be interspersed with each other and with special needs units. The exteriors of all these buildings will be subject to the Design Guidelines and will be equivalent in both design and material selection to other multi-family and commercial buildings in Kincora.

In response to Staff's green building comments, the Proffers have been revised to commit to a certification program such as EarthCraft or LEED for the residential portion of any building containing ADUs and/or workforce housing units (Proffer II.M.). Further, universal design principles will be employed in the design of ADU and workforce housing units, to the extent practical and in accordance with funding requirements applicable to such "affordable" units (Proffer V.M.).

H. CAPITAL FACILITIES

REVISED FURTHER IN RESPONSE TO STAFF. The Applicant has provided more than sufficient mitigation of capital facilities impacts as evidenced by the chart attached to this memorandum.

I. LAND EVALUATION

AGREE. The Applicant has provided an appraisal of the fire and rescue site.

J. OPEN SPACE PRESERVATION PROGRAM

AGREE. The Applicant has agreed to the dedication of the Broad Run floodplain towards meeting the open space easement contribution.

K. **ZONING ORDINANCE, FACILITIES STANDARDS MANUAL, AND
LAND SUBDIVISION & DEVELOPMENT ORDINANCE
MODIFICATIONS**

REVISED FURTHER IN RESPONSE TO STAFF. Clarifications and corrections to the requested ZMODs have been provided in response to Zoning Administration's referral. The requested ZMODs are consistent with ZMODs that have been approved for similar projects to achieve an attractive, innovative suburban design.

L. **PROFFER COMMENTS**

AGREE. The Applicant has revised the Proffers and Exhibits to clarify that all specific commitments and any associated Sheets and Exhibits are clearly proffered and represent binding commitments by the Applicant.

ENVIRONMENTAL REVIEW TEAM

Response to Third Referral (dated 11/19/2009; received 11/23/09)

2nd Submission comments not addressed by keyed revisions

1. **REVISED FURTHER IN RESPONSE TO STAFF**. The Applicant has not proposed any floodplain alteration in Land Bay Q. The floodplain limits are shown accurately in Land Bay Q and any future use of Land Bay Q will be required to comply with the applicable provisions of the Floodplain Overlay District ("FOD") for the portion of Land Bay Q subject to the FOD. The five-acre public use site in Land Bay N is completely outside of and unaffected by the FOD. It is not dependent on any floodplain alteration. Much of the remainder of Land Bay N is currently subject to the FOD. The FOD in this portion of Land Bay N may remain as-is, may be altered pursuant to FPAL 2009-0012 (as currently proposed or as may be revised in response to County comments) or may be altered by an entity, such as VDOT, that is not subject to the FOD. The approval of this rezoning does not guaranty the Applicant the ability to use the portion of Land Bay N that currently is subject to the FOD. However, the Applicant simply wants to preserve the right to use any areas that in the future are no longer subject to the FOD. In any event, there is no reason to require approval of FPAL 2009-0012 prior to approval of this rezoning. This rezoning does not depend on the approval of FPAL 2009-0012.
2. **AGREE**. The Applicant has updated notes 15D and 27 on Sheet 1 of the Concept Plan for clarification.
3. **AGREE**. The Applicant has added a note to Sheet 25 of the Concept Plan to address steep slope impacts with the Pacific Boulevard crossing of Broad Run. The Applicant has previously revised the Concept Plan to eliminate all impacts to very steep slopes except to the minimum extent necessary to construct this critical regional road shown on the Countywide Transportation Plan.
4. **REVISED FURTHER IN RESPONSE TO STAFF**. Additional information regarding the width of landscape strips adjacent to surface parking areas has been added to Sheet 17 of the Concept Plan and the Statement of Justification, and **Exhibit B** of the Proffers has been revised to provide further information regarding this requested modification.
5. **REVISED FURTHER IN RESPONSE TO STAFF**. Additional information regarding the spacing of street tree plantings has been added to Sheets 18A and 22 of the Concept Plan and the Statement of Justification, and **Exhibit B** of the Proffers has been revised to provide further information regarding this requested modification.
6. **REVISED FURTHER IN RESPONSE TO STAFF**. The Applicant intends to submit requests for the appropriate FSM waivers and modifications with future site plans or construction plans and profiles. However, the Applicant continues to identify the FSM waivers and modifications it anticipates requesting to make the Planning Commission

and Board aware of the need for these waivers and modifications to achieve the type of design proposed with this project. This approach has been followed by similar rezoning applications in the past that employ a mixed-use design.

7. **AGREE**. The Applicant has revised Proffer III.H. to be consistent with similar proffers approved with other applications.

8. **REVISED FURTHER IN RESPONSE TO STAFF**. Proffer II.M. has been revised to commit to EarthCraft certification of any residential building containing affordable housing and/or unmet housing (workforce housing) units. The EarthCraft program is a recognized green building program for housing projects supported by VHDA funding.

3rd Submission comments

9. **AGREE**. Revisions to Proffer II.C. have been made as requested. Proffer II.C. addresses the entire limits of clearing and grading shown for the entire property. Proffer II.G. specifically addresses the preservation of the River and Stream Corridor Resources.

10. **AGREE**. The Applicant has added potential SWM/BMP facilities to Land Bays D, J and Q. The Applicant also has revised Proffer II.H. to commit to providing enhanced extended detention or retention (wet) facilities.

11. **AGREE**. Proffer II.F. has been revised as requested. Sheets 22 and 23 of the Concept Plan have been revised to use consistent terminology.

12. **AGREE**. Proffer II.F. has been revised as requested.

13. **AGREE**. Sheet 10 of the Concept Plan has been revised to make the label and limits of the "Conservation Areas" consistent with the Broad Run Restoration Concept Plan. In order to accommodate an LCSA sanitary sewer easement, the Broad Run Restoration Concept Plan has been updated to comply with the necessary revisions to the Mitigation Plan associated with the applicable wetlands permits. The updated Restoration Concept Plan is included with the revised Proffers.

14. **AGREE**. Exhibit F to the Proffers has been revised to delete "ballfields" and "SWM/BMP facilities."

15. **AGREE**. Proffer II.K. has been revised as requested. The heron rookery observation platform has been deleted to avoid the issue.

16. **REVISED FURTHER IN RESPONSE TO STAFF**. Sheets 34 and 35 accurately depict the area to be dedicated to the County for the 162.11-acre floodplain park. Those Sheets are referenced in Proffer IV.C. for that purpose. Proffer IV.C. requires the Applicant to dedicate the area shown on Sheets 34 and 35. However, these

two sheets are not "proffered" in Proffer I.A. because they serve a broader purpose by illustrating how the overall open space commitments can be met. The Applicant is not proffering substantial conformance with all elements of that illustration.

17. **Applicant's Response.** **AGREE.** The requested addition to Proffer IV.B. (former IV.C.?) has been made.
18. **Applicant's Response.** **AGREE.** The reference to "RSCRE Reforestation" has been deleted from Proffer II.D.
19. **Applicant's Response.** **AGREE.** Proffer II.D. has been revised as requested.

HISTORIC PRESERVATION

Response to Joint Referral (dated 12/14/2009; received 12/18/2009)

1. **REVISED FURTHER IN RESPONSE TO STAFF**. The Applicant is prepared to discuss the Pacific Boulevard alignment issues further with Staff and the Planning Commission. The Applicant has revised the Concept Plan to show a broad corridor through which the extension of Pacific Boulevard, which is a critical component of the Countywide Transportation Plan, can be accomplished. This corridor is broad enough to permit the extension of Pacific Boulevard without having to relocate the Toll House.
2. **REVISED FURTHER IN RESPONSE TO STAFF**. The Applicant does not agree that the public and civic space component of the land use matrix is not being met. The Applicant is prepared to acquire the Toll House property in connection with the approval of the rezoning application for purposes of right-of-way for the extension of Pacific Boulevard. The Applicant does not intend to acquire the Toll House property in the event the alignment of Pacific Boulevard does not require right-of-way across that parcel.
3. **AGREE**. The Applicant will agree to perform the necessary historic, structural and interpretive evaluation of the Toll House in the form of a Historic Building Survey conducted by a qualified professional, but only after rezoning approval and only in connection with an ultimate decision that the alignment of Pacific Boulevard requires removal of the Toll House. In the event that the Toll House will be impacted by this road improvement, the Applicant is committed to comply with local, state and federal regulations regarding impacts to this historic resource. The Toll House property is not a part of this application. The Applicant only obtained a contract to purchase the Toll House property in order to accommodate the County's desire to connect Pacific Boulevard to Russell Branch Parkway, to minimize impacts on existing residents along such connection, and to create an opportunity to relocate and preserve the deteriorating Toll House structure and bridge remnants so they are accessible and useful to the public.
4. **AGREE**. The Applicant will agree to coordinate with the Virginia Department of Historic Resources, but only after rezoning approval and only in connection with the ultimate decision that the alignment of Pacific Boulevard requires removal of the Toll House. The Applicant will comply with all applicable federal, state and local laws regarding the Toll House property.

PARKS, RECREATION AND COMMUNITY SERVICES

Response to Third Referral (dated 12/15/2009; received 12/18/2009)

2. **AGREE**. The Applicant has deleted the heron rookery observation platform from the Proffers. The Applicant has identified three potential trail head locations in Land Bays A, B and D and has committed in Proffer IV.A.2. to the dedication of a minimum of fifteen (15) spaces for public parking purposes at each trail head. The Applicant appreciates PRCS's support for the dedication and creation of this natural park.
4. **REVISED FURTHER IN RESPONSE TO STAFF**. The Applicant has incorporated various elements of the Loudoun Valley Estates II (ZCPA 2007-0005) proffer language into Proffer II.D. as requested.
5. **DISAGREE**. The Applicant believes portions of the nature trail should be available for bicycles, particularly given the ultimate potential for connectivity between this site and the W&OD trail. The Applicant has revised Proffer II.D. to require coordination of the trail design and locations with PRCS Staff.
7. **AGREE**. The Applicant has indicated the Kincora trail system can be connected to future off-site trails that ultimately connect the W&OD Trail to the Potomac Heritage Trail. The Applicant will coordinate the location of its on-site trails to make sure those future connections are available. The Applicant will be constructing more than 20,000 linear feet of trails on-site. The Applicant will be constructing and can utilize the trail crossings of Broad Run along Pacific Boulevard and Gloucester Parkway to get pedestrians and bicycles across Broad Run. No separate pedestrian bridge across Broad Run is proposed.
9. **REVISED FURTHER IN RESPONSE TO STAFF**. The Applicant has revised the Concept Plan to permit adjustments to the alignment of Pacific Boulevard so the Broad Run Toll House can be avoided if desired. The Applicant has experience relocating historic structures in other jurisdictions in association with development projects. The \$650,000 value assigned to this is consistent with the costs the Applicant's has experienced in other cases. The Applicant will discuss with Staff and the Planning Commission the option of recycling and reusing the building stones to create a trailhead/overlook on the eastern side of Broad Run along Pacific Boulevard instead of relocating the house in the event that the Broad Run Toll House will be impacted by the construction of Pacific Boulevard.
11. **AGREE**. The area to be dedicated to the County is 162.11 acres. Additional floodplain areas currently exist on the east side of Pacific Boulevard. These areas, which are included in the 167.27-acre total, are not to be dedicated to the County. The Concept Plan has been revised to separate the 162.11 acre floodplain park to be dedicated to the County from other internal park and open space to be provided throughout the development.

12. **AGREE**. The proposed trail alignments through the floodplain park have been labeled on Sheets 8-12 as "Natural, Permeable Surface Pedestrian Trail (Final Alignment to be Field Coordinated with PRCS Staff Prior to Construction)."
13. **AGREE**. The Applicant has inserted phrases into Proffer IV.C. and Proffer II.K. to confirm that all future trail locations in the floodplain park will be coordinated with PRCS prior to construction.
14. **AGREE**. The Applicant has deleted the provision of the heron rookery observation platform from the Proffers.
15. **AGREE**. The Applicant will coordinate basic identification and directional signage for the trail system with PRCS at the time of final design of the trail system.

ZONING ADMINISTRATION

Response to Third Referral (dated 11/19/2009; received 11/23/09)

A. OUTSTANDING ISSUES

1. *Section 4-1351, Purpose and Intent.* **DISAGREE**. In response to comments from Community Planning Staff and in recognition of the challenges and limitations presented by the unique shape of this large strategic property, the Applicant has struck a balance by providing pedestrian access, shuttle service and common design elements to link and unify all areas of the property, but has limited Land Bays N and Q for employment uses, ancillary non-hotel commercial uses (not freestanding) and the proposed fire and rescue site, instead of a full mix of uses. This approach provides opportunities within this project for potential campus-style and secure facility uses, in furtherance of the County's economic development policies. Yet, these keynote employment uses will be required to follow the Design Guidelines for Kincora, thus ensuring consistent high-quality design, architecture and signage along this entire stretch of the Route 28 corridor. The uses in Land Bays N and Q also will be connected to the mix of uses in the Kincora village center by shuttle bus service (see Proffer III.L.), the multi-purpose trail along Pacific Boulevard (see Proffer III.C. and III.D.) and the nature trail along Broad Run (see Proffer IV.A.).

2. *Section 4-1355(I), Concept Development Plan.* **DISAGREE**. Land Bays N and Q will be connected to the larger project by shuttle bus service (see Proffer III.L.), the multi-purpose trail along Pacific Boulevard (see Proffer III.C. and III.D.) and the nature trail along Broad Run (see Proffer IV.A.). Given the unique shape of this property, Land Bays N and Q provide an opportunity to diversify the type of employment uses in Kincora to include campus-style office and secure facilities.

3. *Section 4-1355(B)(4), Central Plaza.* **AGREE**. A detail of the Central Plaza has been added to Sheet 23 of the Concept Plan and detailed section of Road 7, which is adjacent to western portion of the Central Plaza has been added to Sheet 18A. An appropriate note regarding the conceptual design of the Central Plaza has been included as well.

4. *Section 4-1359 Incentive Program.* **AGREE**. The Applicant acknowledges that only three incentives are necessary to accommodate the proposed intensity of use. However, the Applicant reads Section 4-1359(B) to require that all incentives must be requested at the time of submission of the zoning map amendment application to the PD-MUB District. While the Applicant's current plan can be accommodated with only three incentives, the project qualifies for the three additional incentives requested with this rezoning application. The Applicant requests approval of those additional three incentives now to allow flexibility for future Boards of Supervisors to consider Zoning Concept Plan Amendments for possible floor area increases at a later date. The Applicant acknowledges and agrees with Staff that the additional floor area permitted with the four requested incentives that require satisfaction of specific criteria

(i.e., structured parking, affordable/workforce housing, full service hotel and shuttle bus service) will not be available until the respective criteria actually have been met during the development process. **Exhibit E** to the Proffers was revised prior to the last submission to expressly state this point of agreement with Staff. A new Proffer I.B.8. has been added to the Proffers to further confirm this.

4. [sic] *Section 4-1359(D)(1), Additional Incentives.* **REVISED FURTHER IN RESPONSE TO STAFF.** The Applicant has provided a minimum 50-foot natural buffer around the FOD (in some places as much as 150 feet), in order to meet the River and Stream Corridor policies of the **Revised General Plan**. The only exception is for the unavoidable crossing of Broad Run with the extension of Pacific Boulevard, a critical regional public road identified on the **Countywide Transportation Plan**. The Applicant should not be penalized for accommodating this significant road improvement. The Applicant should be commended and receive the benefit of having provided twice the 25-foot minimum requirement for this incentive in every location throughout the property except the Pacific Boulevard crossing. That said, this application meets the FAR limitations without including the floodplain so this point should not be an outstanding issue. For full and complete disclosure, the Applicant will continue to show calculations both that exclude (0.39 FAR) and include the floodplain (0.79 FAR).

B. ZONING MAP AMENDMENT PLAT

1. *Sheet 13. MUB Land Bays and Development Phasing.*

- a. **AGREE.** Land Bay N will contain civic uses (the fire and rescue site) and employment uses with ancillary (5% or less) non-hotel commercial uses. The chart on Sheet 13 and the label on Sheet 9 have been revised to consistently reflect this.
- b. **AGREE.** Former Footnote 4 (now Footnote 5) has been revised as suggested.

2. *Sheet 14. Proposed Zoning. Yards.*

- a. **AGREE.** Requested modification has been clarified to only apply to Land Bays B, F, J, N and Q on the Concept Plan and in **Exhibit B** of the Proffers.
- b. **AGREE.** The CTP specifically identifies the segment of Pacific Boulevard north of Severn Way as a Minor Collector (see attached Sheet A1-8 of the CTP). Sheet 14 reflects the correct CTP classification.
- c. **AGREE.** Requested building height modification to 160 feet has been clarified to only apply to Land Bays B, F, J and Q on the Concept Plan and in **Exhibit B** of the Proffers.

C. SECTION 6-1504, MODIFICATIONS

1. *Section 4-1356(B)(1) Front Yard.*

AGREE. The Statement of Justification has been revised to explain how the modification will either (i) achieve an innovative design, (ii) improve upon the existing regulations, or (iii) otherwise exceed the public purpose of the existing regulation. The typical road section along Pacific Boulevard in Land Bay N has been provided on Sheet 21A.

2. *Section 4-1356(C). Building Height.*

AGREE. The Proffer has been revised to reflect that the 160-foot building height applies only to Land Bays B, F, J and Q. The Statement of Justification has been revised to explain how the modification will exceed the public purpose.

3. *Section 4-1358(B)(2). Buffering and Screening, Section 5-1413(C)(1)(a), Section 5-1413(C)(2)(a).*

REVISED FURTHER IN RESPONSE TO STAFF. Additional information regarding the width of landscape strips adjacent to surface parking areas has been added to Sheet 17 of the Concept Plan and the Statement of Justification, and **Exhibit B** of the Proffers has been revised to provide further information regarding this requested modification.

4. *Section 4-1358(C). Tree Spacing.*

REVISED FURTHER IN RESPONSE TO STAFF. Additional information regarding the spacing of street tree plantings has been added to Sheets 18A and 22 of the Concept Plan and the Statement of Justification, and **Exhibit B** of the Proffers has been revised to provide further information regarding this requested modification.

5. *Section 4-1359(D)(2). Private Streets.*

AGREE. Zoning Administration's understanding of this request is correct.

D. PROFFERS

1. *First Paragraph. Lines 13 and 14.* **AGREE**. Corrected.
2. *Proffer I.B.2.* **AGREE**. Clarified as requested, except "employment supportive retail" is retained as it helps address comments raised by Community Planning.
3. *Proffer I.B.2. 7th line.* **AGREE**. Corrected.

4. *Proffer I.B.5. 2nd sentence.* AGREE. Clarified as requested. The list of examples is provided to address comments raised by Community Planning.
5. *Proffer I.B.6. 2nd sentence.* AGREE. Clarified as requested.
6. *Proffer I.I.* AGREE. Corrected.
7. *Proffer II.A.* AGREE. Corrected.
8. *Proffer II.M.* **REVISED FURTHER IN RESPONSE TO STAFF**. The Applicant has included specific commitments to green building and sustainable elements in this Proffer. The County will have the same ability to enforce these commitments as it does with other proffered obligations. If any of the commitments are unclear or appear to be subjective, the Applicant will work with Staff to make appropriate clarifications.
9. *Proffer V.J.4. 2nd sentence.* AGREE. Acknowledged.

Functional Classification: Major Collector
Lanes/Right of Way: Four Lanes/110 foot ROW
Description: U4M. Controlled access median divided urban collector. Left and right turn lanes required at all intersections. 40 mph design speed and median crossover spacing no less than 600 feet.

Ultimate Condition:

Functional Classification: Major Collector
Lanes/Right of Way: Four lanes/110 foot ROW. Bicycle accommodations must be considered in design and may require additional right-of-way.
Description: U4M. Controlled access median divided urban collector with left and right turn lanes at all intersections. 40 mph design speed and desirable median crossover spacing 700 feet on new segments.

Route 28 West Collector Road (Pacific Boulevard)

Location/Segment: Dulles North Area/South of W&OD ROW north to Route 7 South Collector (Russell Branch Parkway)

Existing Condition:

Segment: West Severn Way north approx. 700 feet
Functional Classification: Minor Collector
Lanes/Right of Way: Four lanes/70 foot ROW
Description: U4. Local access undivided urban collector. Left and right turn lanes required at major intersections. 40 mph design speed.

Ultimate Condition:

Functional Classification: Minor Collector
Lanes/Right of Way: Four lanes/70 foot ROW. Bicycle accommodations must be considered in design and may require additional right-of-way.
Description: U4. Local access undivided urban collector. Left and right turn lanes required at major intersections. 40 mph design speed on new segments.

Route 50 (John Mosby Highway)

Location/Segment: Dulles South Area/Fairfax County Line west to Route 659 Relocated

Existing Condition:

Functional Classification: Minor Arterial
Lanes/Right of Way: Four lanes to six lanes from County line to Route 659 Relocated/ROW Varies.
Description: R4M/R6M. Controlled access median divided rural arterial. Individual site access occurs along this section. Design speed varies and median crossover spacing varies.

Interim Condition:

Functional Classification: Principal Arterial
Lanes/Right of Way: Six lanes/200 foot ROW
Description: R6M. Controlled access median divided rural arterial. Left and right turn lanes required at all intersections. Design speed to be determined by VDOT. Individual site access will be eliminated.

VDOT

Response to Third Referral (dated 11/12/2009; received 11/23/09)

1. **REVISED FURTHER IN RESPONSE TO STAFF**. The Applicant has identified a general area through which Pacific Boulevard may cross Broad Run in the location deemed most appropriate by the Board of Supervisors. This general area is sufficient to accommodate an alignment that avoids impacting the Toll House if that option ultimately is selected.
3. **AGREE**. The Applicant is committing to provide a minimum of 650 feet between entrances along Pacific Boulevard, which meets current requirements and will continue to meet the proposed updates to those requirements. The Proffers specifically obligate the Applicant to construct Pacific Boulevard in accordance with all applicable VDOT standards and requirements, which include spacing of crossovers.
4. **AGREE**. The Proffers specifically obligate the Applicant to construct Pacific Boulevard in accordance with all applicable VDOT standards and requirements, which include required lengths of turn lanes.
6. **AGREE**. Noise from traffic is addressed in Proffer III.H. consistently with how highway noise impacts have been addressed in similar applications.
11. **AGREE**. A sketch depicting the general transportation phasing of the project is attached. The details of the individual road improvements will be provided with the construction plans and profiles and site plans.
13. **AGREE**. No landscaping is proposed in the right-of-way for Pacific Boulevard, as it is a public road to be dedicated to VDOT. Proffer V.B. applies only to proposed private Roads 1 and 2. The Applicant will have to meet the clear zone requirements for Pacific Boulevard. Proffer V.B. and Sheet 18 of the Concept Plan have been clarified to confirm this.
16. **AGREE**. The Applicant acknowledges the turn lane requirements. The Proffers specifically obligate the Applicant to construct Pacific Boulevard in accordance with all applicable VDOT standards and requirements, which include the provision of adequate turn lanes.
17. **AGREE**. The Applicant has corrected the typical sections for Pacific Boulevard on Sheet 18 of the Concept Plan to indicate 25' pavement widths between the edges of pavement (27' from face of curb).
18. **AGREE**. Use of fireworks is not proposed with this application.
19. **AGREE**. Proffer II.M. has been revised to clarify the 50 feet "in height."

20. **REVISED FURTHER IN RESPONSE TO STAFF**. The Applicant included VDOT in the references in case VDOT becomes involved in the acquisition of right-of-way, at the Applicant's expense. This Proffer does not obligate, nor suggest any willingness on the part of, VDOT or the County to acquire right-of-way. It simply addresses the possibility that one or both might do so at the Applicant's expense.

21. **REVISED FURTHER IN RESPONSE TO STAFF**. Proffer III.B. and the Concept Plan have always contemplated flexibility in determining the best alignment for Pacific Boulevard at the north end of the Property. The Applicant has revised the Concept Plan and the Proffers to further clarify the flexibility to allow for alternative alignments for Pacific Boulevard.

22. **AGREE**. Proffer III.B. is intended to only address the right-of-way and alignment issues associated with Pacific Boulevard. The Applicant is not aware of any alignment issues with Gloucester Parkway. If there is no CDA, Gloucester Parkway will be constructed in accordance with Proffer III.D.

23. **REVISED FURTHER IN RESPONSE TO STAFF**. Proffer III.C.2. is consistent with the approach to off-site right-of-way provided with numerous similar rezoning applications.

24. **REVISED FURTHER IN RESPONSE TO STAFF**. Proffer III.B. and the Concept Plan have always contemplated flexibility in determining the best alignment for Pacific Boulevard at the north end of the Property. The Applicant has revised the Concept Plan and the Proffers to further clarify the flexibility to allow for alternative alignments for Pacific Boulevard.

25. **REVISED FURTHER IN RESPONSE TO STAFF**. Proffer III.C.2. is consistent with the approach to off-site right-of-way provided with numerous similar rezoning applications.

26. **AGREE**. All entrances are proffered to meet applicable VDOT spacing requirements. Moreover, Proffer I.A. commits the Applicant to develop the property in substantial conformance with the Concept Plan, which identifies the entrances on Pacific Boulevard. This Proffer will not allow the locations of these proposed streets to be "moved significantly."

27. **REVISED FURTHER IN RESPONSE TO STAFF**. Proffer III.D.5.a. is consistent with the approach to off-site right-of-way provided with numerous similar rezoning applications. Proffer III.B. and the Concept Plan have always contemplated flexibility in determining the best alignment for Pacific Boulevard at the north end of the Property. The Applicant has revised the Concept Plan and the Proffers to further clarify the flexibility to allow for alternative alignments for Pacific Boulevard.

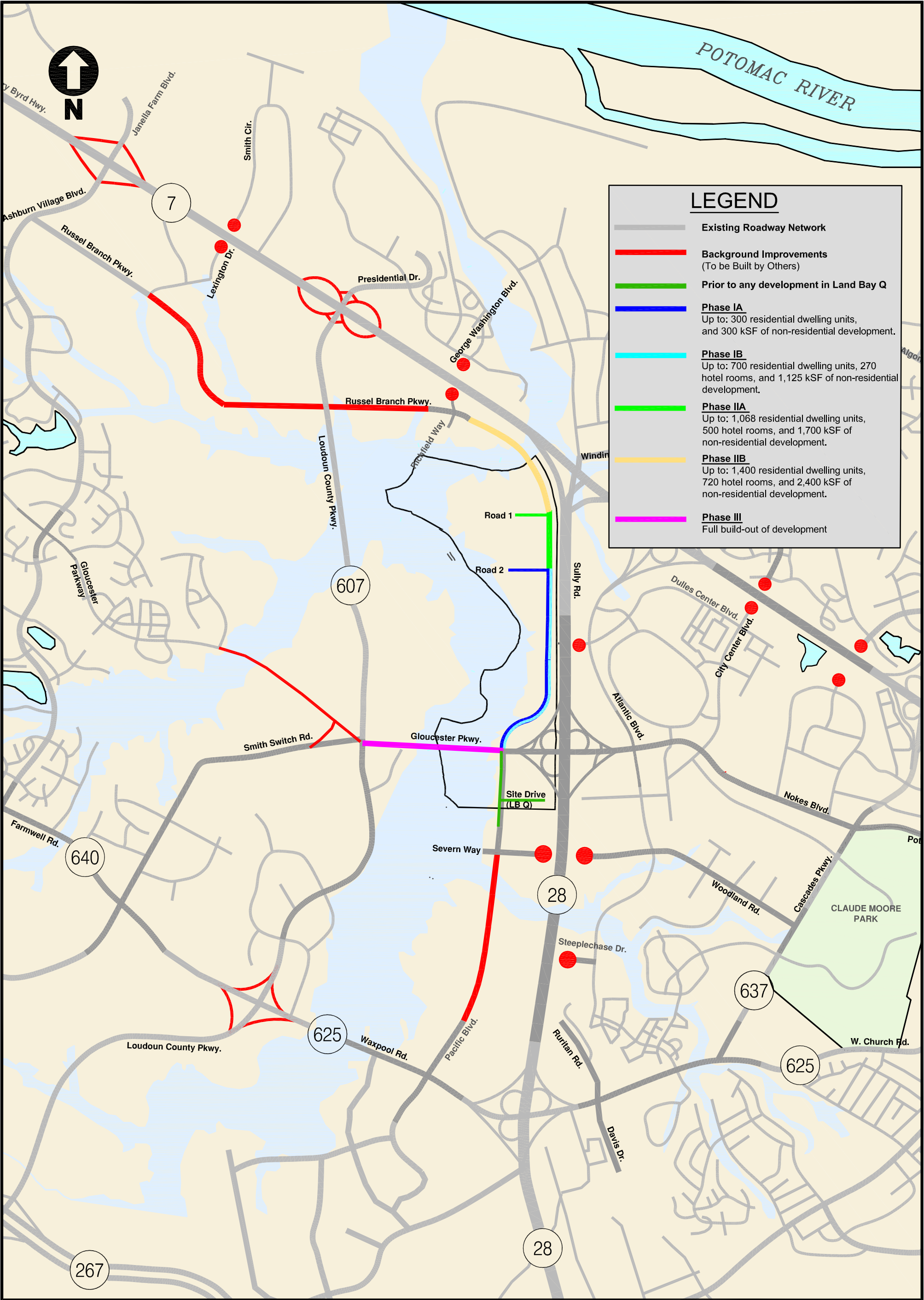
28. **REVISED FURTHER IN RESPONSE TO STAFF**. The Applicant included VDOT in the references in case VDOT becomes involved in the acquisition of

right-of-way, at the Applicant's expense. This Proffer does not obligate, nor suggest any willingness on the part of, VDOT or the County to acquire right-of-way. It simply addresses the possibility that one or both might do so at the Applicant's expense.

29. **REVISED FURTHER IN RESPONSE TO STAFF**. Proffer III.E.1. is consistent with the approach to off-site right-of-way provided with numerous similar rezoning applications.

30. **REVISED FURTHER IN RESPONSE TO STAFF**. Proffer III.E.3. is consistent with the approach to off-site right-of-way provided with numerous similar rezoning applications.

31. **AGREE**. Proffer III.H. has been revised to be consistent with the policies in the Revised General Plan and Countywide Transportation Plan. Proffer III.H. is consistent with the approach to highway noise provided with numerous similar rezoning applications. Since Route 28, Gloucester Parkway and Pacific Boulevard are not federal highways, the Applicant does not understand why FHWA requirements are applicable in this case.



Kincora Development

Figure A: Road Phasing Plan - Phasing by Land Bay

October 13, 2009

 **GOROVE / SLADE ASSOCIATES, Inc.**
TRANSPORTATION, TRAFFIC, and PARKING CONSULTANTS

1140 Connecticut Avenue NW / Suite 700 / Washington, DC 20036 / (202) 296-8625
3914 CentreVille Road / Suite 330 / Chantilly, VA 20151 / (703) 787-9595

PROFFER MATRIX TEAM

Response to Third Referral (dated 11/16/2009; received 11/23/09)

[Proffer I.A.] **AGREE**. The Applicant has proffered the requested Sheets of the Concept Plan with appropriate notes added to those Sheets to reflect that the specific locations of the civic and open space will be determined as site plans are developed for each of the land bays, subject to demonstrating through the running tabulations that the minimum amount of civic and open space as required by the Proffers are being provided (see Proffer I.B.7.).

[Proffer I.G] **AGREE**. The Applicant has revised Proffer I.G. to delete the option of conveying the performing arts center to the County. This application will provide sufficient capital facilities contributions without credit for the two-acre performing arts center site. The Applicant has deleted the value of the performing arts center site from the list of capital facilities contributions for this application. The Applicant also has deleted the provision that allows the Applicant to relocate the proposed performing arts center location.

[Proffer II.E] **AGREE**. The Applicant has added the requested language to Proffer II.E.

[Proffer II.F] **AGREE**. The Applicant has revised Proffer II.F. as requested.

[Proffer II.I] **AGREE**. The Applicant has revised Proffer II.I. as requested.

[Proffer III.I] **AGREE**. Combined with the two bus shelters conditioned with the approval of SPEX 2008-0054, the two bus shelters proffered along Pacific Boulevard with this application will provide a total of four bus shelters along Pacific Boulevard. These shelters are intended to serve mostly a commuter bus pattern along Pacific Boulevard. To meet the obligation in Proffer II.M.c., the Applicant will be required to provide additional bus and shuttle "stops" within the village area. Proffer II.M.c. has been clarified to confirm this.

[Proffer III.L] **AGREE**. The Proffer has been revised to be consistent with paragraph 5 of Exhibit E.

[Proffer IV.B] **AGREE**. The proffered Heron Rookery Observation Platform has been deleted.

[Proffer IV.C] **AGREE**. The 162.11-acre natural park that the Applicant proposes to dedicate to the County offers an unparalleled opportunity to provide recreational amenities and environmental protections to Broad Run. The Applicant acknowledges that credit for this dedication is subject to approval of the Board of Supervisors.

[Proffer IV.D] **AGREE**. Former Proffer IV.D. (now IV.C.) has been revised as requested.

[Proffer V.A and VI.A] **AGREE**. The Applicant has modified the Proffers so the Kincora Design Review Committee will be given an opportunity to review and comment upon the County's facilities, but its comments will not be binding on the County.

[Proffer VI.A] **AGREE**. The Applicant has obtained an appraisal from Myers Appraisal Service that confirms the value of the proffered Fire and Rescue site is \$3,250,000. The Applicant has clarified the location of the proffered Fire and Rescue site in Land Bay N to confirm that no portion of the 5 acres is in the Floodplain Overlay District.

[Proffer VII] **AGREE**. Proffer VII has been revised as requested.

[Capital Facilities Contribution] **REVISED FURTHER IN RESPONSE TO STAFF**. The Applicant has provided more than sufficient mitigation of capital facilities impacts as evidenced by the chart attached to this memorandum.

[Recycling Drop-off Center] **AGREE**. The 5 acres proffered with the Fire and Rescue site includes sufficient area to provide a recycling drop-off center consisting of a 3,000 square foot concrete or pavement area for six recycling bins and an access area of approximately 6,000 square feet for service vehicles and customer parking.

1/4/10

**KINCORA - ZMAP 2008-0021
CAPITAL FACILITIES CONTRIBUTIONS**

| | |
|---|---------------------|
| KINCORA CAPITAL FACILITIES IMPACT (\$23,758 x 1172 market rate units) | \$27,844,376 |
|---|---------------------|

| | |
|--|---------------------|
| KINCORA PROFFERED CAPITAL FACILITY CREDIT | \$58,944,417 |
|--|---------------------|

| | |
|---|--------------|
| Fire and Rescue site (\$650,000 x 5 acres) | \$ 3,250,000 |
|---|--------------|

| | |
|---------------------------------|------------|
| Grading of Fire and Rescue Site | \$ 497,720 |
|---------------------------------|------------|

| | |
|---|------------|
| Trails | \$ 677,397 |
| 14,805 LF within floodplain x \$11.27/LF | |
| 1,124 LF boardwalk within floodplain x \$185/LF | |
| 4,463 LF along Pacific Blvd x \$27.78/LF | |
| 1,170 LF along Gloucester Pkwy x \$27.78/LF | |

| | |
|---|--------------|
| Gloucester Pkwy Crossing of Broad Run/extension to Loudoun County Pkwy | \$31,994,650 |
|---|--------------|

| | |
|--|--------------|
| Pacific Blvd Crossing of Broad Run/extension to Russell Branch Pkwy | \$11,019,650 |
|--|--------------|

| | |
|---|---------------|
| Broad Run Floodplain Dedication (\$650,000 x 167 acres x 0.10) | \$ 10,855,000 |
|---|---------------|

| | |
|--|------------|
| Broad Run Toll House Preservation Activities (if required per Pacific Blvd alignment) | \$ 650,000 |
|--|------------|